

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Deadline: November 1, 2005 at 4:00 p.m. (prevailing Eastern time)
Hearing Date: To Be Determined, Only If Objections Are Timely Filed

**SUMMARY OF APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P. FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE
THIRD INTERIM PERIOD, FROM AUGUST 1, 2005 THROUGH AUGUST 31, 2005,
FOR THE QUARTER OF JULY 2005 – SEPTEMBER 2005**

Name of Applicant: Nelson Mullins Riley & Scarborough,
L.L.P.

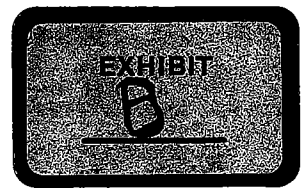
Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001

Period for which compensation and
reimbursement is sought: August 1, 2005 – August 31, 2005

Amount of Compensation sought as actual,
reasonable, and necessary: \$9,440.00 for the period

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



Amount of expense reimbursement sought as actual, reasonable, and necessary:

\$54.18 for the period

This is a x monthly interim final application.

The total time expended for the preparation of this application is approximately **(2.90)** hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$ (304.50)**.

Prior fee applications:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 – June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82
September 3, 2002	July 19, 2001 – September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35

September 3, 2002	October 1, 2001 – December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20, 2002	April 1, 2002 – June 30, 2002	\$60,393.50	\$701.74	\$55,739.00	\$701.74
October 8, 2002	August 1, 2002 – August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002– September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 – September 30, 2002	\$39,958.50	\$615.50	\$35,771.00	\$615.50
December 11, 2002	October 1, 2002– October 31, 2002	\$8,498.50	\$75.28	\$6,798.80	\$75.28
December 26, 2002	November 1, 2002– November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 – December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003– January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1–February 28, 2003	\$5,473.50	\$52.58	\$4,378.80	\$52.58
April 8, 2003	October 1, 2002– December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003– March 31, 2003	\$5,424.00	\$64.16	\$4,339.20	\$64.16
September 9, 2003	January 1, 2003 – March 31, 2003	\$16,924.00	\$141.65	\$16,924.00	\$146.65
August 22, 2003	April 1, 2003– April 30, 2003	\$7,868.00	\$64.88	\$6,294.40	\$64.88
September 9, 2003	May 1, 2003 – May 31, 2003	\$8,143.50	\$88.14	\$6,514.80	\$88.14
September 5, 2003	June 1, 2003 – June 30, 2003	\$17,705.00	\$291.20	\$14,164.00	\$291.20
September 9, 2003	April 1, 2003 – June 30, 2003	\$33,716.05	\$444.22	\$33,716.05	\$444.22
September 6, 2003	July 1, 2003 – July 31, 2003	\$36,321.00	\$241.39	\$29,056.80	\$241.39
March 4, 2004	August 1, 2003 – August 31, 2003	\$27,487.00	\$932.61	\$21,989.60	\$932.61
March 4, 2004	September 1, 2003 – September 30, 2003	\$38,442.00	\$139.47	\$30,753.60	\$139.47
February 25, 2004	July 1, 2003 – September 30, 2003	\$102,250.00	\$1,313.47	\$102,250.00	\$1,313.47
March 8, 2004	October 1, 2003 – October 31, 2003	\$9,723.50	\$154.31	\$7,656.00	\$154.31
March 8, 2004	November 1, 2003 – November 30, 2003	\$5,845.00	\$119.01	\$4,676.00	\$119.01
March 8, 2004	December 1, 2003 – December 31, 2003	\$4465.50	\$ 4.08	\$3572.40	\$4.08
March 10, 2004	October 1, 2003– December 31, 2003	\$19,968.00	\$277.40	\$19,968.00	\$277.40
May 12, 2004	January 1, 2004– January 31, 2004	\$16,534.50	\$1,260.61	\$13,227.60	\$1,260.61
May 12, 2004	February 1, 2004 – February 28, 2004	\$9,591.50	\$32.50	\$7,673.20	\$32.50

May 12, 2004	March 1, 2004 – March 31, 2004	\$6,325.50	\$105.67	\$5,060.40	\$105.67
June 7, 2004	January 1, 2004– March 31, 2004	\$32,451.50	\$1,398.78	\$32,451.50	\$1,398.78
June 7, 2004	April 1, 2004– April 30, 2004	\$6,062.00	\$20.78	\$4,849.60	\$20.78
July 6, 2004	May 1, 2004– May 31, 2004	\$12,927.00	\$67.97	\$10,341.60	\$67.97
August 12, 2004	June 1, 2004 – June 30, 2004	\$12,228.00	\$372.90	\$9,782.40	\$372.90
August 17, 2004	April 1, 2004 – June 30, 2004	\$31,217.00	\$461.65	\$31,217.00	\$461.65
September 7, 2004	July 1, 2004 – July 31, 2004	\$19,020.00	\$216.31	\$15,216.00	216.31
September 24, 2004	August 1, 2004 – August 31, 2004	\$3,945.50	\$89.18	\$3,156.40	\$89.18
October 22, 2004	September 1, 2004– September 30, 2004	\$9,741.50	\$284.46	\$7,793.20	\$284.46
October 28, 2004	July 1, 2004 – September 30, 2004	\$32,707.00	\$589.95	\$32,707.00	\$589.95
December 1, 2004	October 1, 2004– October 31, 2004	\$20,570.50	\$76.25	\$16,456.40	\$76.25
December 17, 2004	November 1, 2004 – November 30, 2004	\$5,993.00	\$32.75	\$4,794.40	\$32.75
February 17, 2005	December 1, 2004 – December 31, 2004	\$3,397.50	\$24.51	\$2,718.00	\$24.51
March 8, 2005	January 1, 2005 – January 31, 2005	\$7,343.50	\$34.10	\$5,874.80	\$34.10
March 16, 2005	October 1, 2004 – December 31, 2004	\$29,961.00	\$133.51	\$29,961.00	\$133.51
April 15, 2005	February 1, 2005 – February 28, 2005	\$4,948.50	\$40.40	\$3,958.80	\$40.40
May 10, 2005	March 1, 2005 – March 31, 2005	\$6,494.00	\$71.74	\$5,195.20	\$71.74
June 15, 2005	January 1, 2005 – March 31, 2005	\$18,786.00	\$146.24	Pending	Pending
June 7, 2005	April 1, 2005 – April 30, 2005	\$4,754.50	\$38.87	\$3,803.60	\$38.87
July 7, 2005	May 1, 2005 – May 31, 2005	\$9,725.00	\$84.96	\$7,780.00	\$84.96
August 1, 2005	June 1, 2005 – June 30, 2005	\$5,182.00	\$1.80	\$4,145.60	\$1.80
August 8, 2005	April 1, 2005 – June 30, 2005	\$19,661.50	\$125.63	Pending	Pending
August 20, 2005	July 1, 2005 – July 31, 2005	\$10,155.00	\$15.27	Pending	Pending

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
George B. Cauthen	Partner	27 years	Bankruptcy	\$305.00	2.00	\$610.00
Newman J. Smith	Partner	27 years	Environmental	\$290.00	2.10	\$609.00
Rose-Marie T. Carlisle	Of Counsel	22 years	Environmental	\$260.00	6.70	\$1,742.00
Cory E. Manning*	Of Counsel	8 years	Business Litigation	\$250.00	18.40	\$4,600.00
Betsy J. Burn	Associate	5 Years	Bankruptcy	\$220.00	6.30	\$1,386.00

Grand Total for Fees: \$8,947.00

Blended Rate: \$252.03

* Cory Manning is a new timekeeper appearing on this bill.

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

Laurie J. Jennings	Paralegal	4 years	Environmental	\$125.00	.20	\$25.00
Anne R. Price	Paralegal	2 years	Bankruptcy	\$105.00	3.60	\$378.00
Karla Lucas	Project Assistant	1 year	Environmental	\$75.00	1.20	\$90.00

Grand Total for Fees: \$493.00

Blended Rate: \$98.60

Matter Number	Matter	Total Hours	Total Fees Requested
0239/06000	General	15.00	\$3,741.50
02399/06032	Charleston	2.30	\$606.00
02399/06091	Fee Applications	4.10	\$430.00
02399/06093	Quality Maintenance, Inc.	19.10	\$4,662.50
TOTAL		40.50	\$9,440.00

Expense Summary

<u>Description</u>	<u>Amount</u>
Telephone	\$2.80
Fed Ex	\$33.38
Courier Charge	\$18.00
TOTAL	\$54.18

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

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Our Matter # 02399/06000
WR Grace # 063-KL-721490-01-501251
Name of Matter: General

For Services Through 08/31/05

08/02/05	Respond to questions regarding amending scope of employment for new type of work at client's request and follow up with Attorneys Barr, Manning and Hawkins on same (0.3); review files regarding last amendment to employment application and issues raised by US Trustee regarding same (0.2).	B.J. BURN	0.50 hrs.	220.00/hr	\$110.00
08/03/05	Confer with Attorney Cauthen on special retention and ordinary course professional issues related to potential new matter and follow up with Attorneys Hawkins and Manning on same so they can follow up with client.	B.J. BURN	0.30 hrs.	220.00/hr	\$66.00
08/03/05	Draft second amended application to expand employment, update affidavit, proposed order and notice of application and follow up on information needed to complete same.	B.J. BURN	2.50 hrs.	220.00/hr	\$550.00
08/04/05	Review and revise application to be employed as special counsel (0.7); memo to co-counsel on application submission and nunc pro tunc aspect (0.3).	G.B. CAUTHEN	1.00 hrs.	305.00/hr	\$305.00
08/04/05	Finalize package for amended application to employ and telephone calls to Kirkland & Ellis to determine attorney handling professional applications and discuss same.	B.J. BURN	0.70 hrs.	220.00/hr	\$154.00
08/07/05	Additions to letter to Ms. Duff concerning RCRA issue.	R.T. CARLISLE	1.20 hrs.	260.00/hr	\$312.00
08/08/05	Confer with Ms. Duff regarding RCRA issue (0.3); transmit to Ms. Duff relevant case (0.1); additional review of sources related to issue and draft letter to Ms. Duff regarding same (0.7).	R.T. CARLISLE	1.10 hrs.	260.00/hr	\$286.00
08/08/05	Call from Debtor's counsel to discuss Second Amended Application to Employ and issues related to same.	B.J. BURN	0.30 hrs.	220.00/hr	\$66.00
08/08/05	Confer on Debtor counsel's comments as to updated conflict search list and amended affidavit and make revisions to affidavit, Second Amended Application, and proposed Order.	B.J. BURN	0.50 hrs.	220.00/hr	\$110.00
08/09/05	Review and revise Affidavit of Disinterest and memo to Attorney Burn on same.				

W. R. Grace & Co.

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	G.B. CAUTHEN	0.40 hrs.	305.00/hr	\$122.00
08/09/05	Review information from Ms. Duff relevant to RCRA issue. R.T. CARLISLE	0.30 hrs.	260.00/hr	\$78.00
08/09/05	Make revisions to amended application to employ, affidavit, and proposed order (0.7); review conflicts list provided by debtor to verify affidavit correct and follow up with counsel on same (0.3). B.J. BURN	1.00 hrs.	220.00/hr	\$220.00
08/10/05	Follow up on execution and filing of Affidavit of Disinterest. G.B. CAUTHEN	0.30 hrs.	305.00/hr	\$91.50
08/10/05	Final revisions to amended application to employ and related documents and forward same with comments to debtor's counsel. B.J. BURN	0.40 hrs.	220.00/hr	\$88.00
08/11/05	Review debtor's lead attorney memo on affidavit of disinterest and follow up on filing of same. G.B. CAUTHEN	0.30 hrs.	305.00/hr	\$91.50
08/15/05	Review draft opinion letter from Attorney Carlisle on RCRA issue. N.J. SMITH	0.60 hrs.	290.00/hr	\$174.00
08/15/05	Complete draft letter on RCRA issue (3.0); confer with Attorney Smith regarding same (0.3); transmit letter to Ms. Duff (0.1). R.T. CARLISLE	3.40 hrs.	260.00/hr	\$884.00
08/16/05	Detailed voice mail message to Ms. Duff regarding letter on source material issue. R.T. CARLISLE	0.10 hrs.	260.00/hr	\$26.00
08/24/05	Provide information for Attorney Hawkins' review. K. LUCAS	0.10 hrs.	75.00/hr	\$7.50

Fees for Legal Services \$3,741.50

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
N.J. SMITH	0.60	290.00	174.00
G.B. CAUTHEN	2.00	305.00	610.00
R.T. CARLISLE	6.10	260.00	1,586.00
B.J. BURN	6.20	220.00	1,364.00
K. LUCAS	0.10	75.00	7.50
TOTAL	15.00	\$249.43	\$3,741.50

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

08/02/2005	Telephone 1-410-531-4075	0.85
08/02/2005	Telephone 1-803-649-4133	0.30
08/03/2005	Telephone 1-410-531-4000	0.15
08/04/2005	Telephone 1-312-861-2000	0.10
08/16/2005	Telephone 1-410-531-4210	0.10

W. R. Grace & Co.

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08/17/2005 Telephone 1-410-531-4210

0.05

Total Charges for Other Services Provided/Expenses Incurred \$1.55**DISBURSEMENT SUMMARY****Description****Dollars**

Telephone

1.55

TOTAL

\$1.55**Net current billing for this invoice \$3,743.05****GRAND TOTAL..... \$3,743.05**

W. R. Grace & Co.

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REMITTANCE COPY

Please Return With Your Payment To:

ATTN: Accounts Receivable
Nelson Mullins Riley & Scarborough LLP
Post Office Drawer 11009
Columbia, South Carolina 29211
Telephone (803) 799-2000

For Services Through 08/31/05

W. R. Grace & Co.
General
Our Matter # 02399/06000

Fees for Professional Services	\$3,741.50
Charges for Other Services Provided/Expenses Incurred	\$1.55
Net current billing for this invoice	\$3,743.05
GRAND TOTAL	<u>\$3,743.05</u>

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

CB&T

ABA#: 061100606

Beneficiary Bank: National Bank of South Carolina (NBSC), Sumter, SC

ABA#: 053200666

Beneficiary Customer: Nelson Mullins Riley & Scarborough, L.L.P.

Beneficiary Account Name: Columbia Operating Account

Beneficiary Account Number: 00322407701

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

September 19, 2005
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Our Matter # 02399/06032 For Services Through 08/31/05
WR Grace # 063-KL-721490-01-0501221
Name of Matter: Charleston

08/02/05	Telephone conference with Mr. Bucens regarding comments and permitting, security services during remedial activities, and NPDES pre-treatment. N.J. SMITH	0.40 hrs.	290.00/hr	\$116.00
08/03/05	Revise draft comments to letter to NCSD regarding draft pretreatment permit (0.3); transmit electronic mail memorandum and comments to letter to Messrs. Bucens and Friend (0.1). R.T. CARLISLE	0.40 hrs.	260.00/hr	\$104.00
08/07/05	Review inquiry from Mr. Bucens regarding authorization to execute documents. R.T. CARLISLE	0.10 hrs.	260.00/hr	\$26.00
08/09/05	Message from Ms. Sanger regarding mitigation plan comments of OCRM and forward same with comments to RMT and Mr. Bucens (0.1); message back to Ms. Sanger (0.1). N.J. SMITH	0.20 hrs.	290.00/hr	\$58.00
08/12/05	Electronic mail memorandum regarding execution of documents relating to clean-up. R.T. CARLISLE	0.10 hrs.	260.00/hr	\$26.00
08/24/05	Message from Mr. Bailey regarding wetlands permit, review chart (0.1); telephone conference with Mr. Bailey regarding strategy to get federal comments resolved (0.3); telephone conference with Ms. Socha regarding Corps determination on strategy (0.3). N.J. SMITH	0.70 hrs.	290.00/hr	\$203.00
08/24/05	Provide information for Attorney Hawkins' review. K. LUCAS	0.20 hrs.	75.00/hr	\$15.00
08/31/05	Follow up on local off-duty police for security and provide information to Mr. Bucens (0.1); follow up with Ms. Socha regarding status of F&WS comments (0.1). N.J. SMITH	0.20 hrs.	290.00/hr	\$58.00

Fees for Legal Services \$606.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
N.J. SMITH	1.50	290.00	435.00
R.T. CARLISLE	0.60	260.00	156.00
K. LUCAS	0.20	75.00	15.00

W. R. Grace & Co.

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	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
TOTAL	2.30	\$263.48	\$606.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

07/27/2005	Courier charge	18.00
08/02/2005	Telephone 1-617-498-2667	0.95

Total Charges for Other Services Provided/Expenses Incurred	\$18.95
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DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Courier - In	18.00
Telephone	0.95
TOTAL	\$18.95

Net current billing for this invoice	\$624.95
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GRAND TOTAL.....	<u>\$624.95</u>
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W. R. Grace & Co.

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REMITTANCE COPY

Please Return With Your Payment To:

ATTN: Accounts Receivable
Nelson Mullins Riley & Scarborough LLP
Post Office Drawer 11009
Columbia, South Carolina 29211
Telephone (803) 799-2000

For Services Through 08/31/05

W. R. Grace & Co.
Charleston
Our Matter # 02399/06032

Fees for Professional Services	\$606.00	
Charges for Other Services Provided/Expenses Incurred	\$18.95	
Net current billing for this invoice		\$624.95
GRAND TOTAL.....		<u>\$624.95</u>

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

CB&T
ABA#: 061100606
Beneficiary Bank: National Bank of South Carolina (NBSC), Sumter, SC
ABA#: 053200666
Beneficiary Customer: Nelson Mullins Riley & Scarborough, L.L.P.
Beneficiary Account Name: Columbia Operating Account
Beneficiary Account Number: 00322407701

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

September 19, 2005
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Our Matter # 02399/06091
Name of Matter: Fee Applications

For Services Through 08/31/05

08/01/05	Follow up on filing of June 2005 Fee Application and objection deadline to same. B.J. BURN	0.10 hrs.	220.00/hr	\$22.00
08/01/05	Revise and finalize 17th Quarterly Fee Application for attorney signature. A.R. PRICE	0.80 hrs.	105.00/hr	\$84.00
08/23/05	Analyze July 2005 bills and draft fee application for attorney review. A.R. PRICE	2.80 hrs.	105.00/hr	\$294.00
08/24/05	Provide information for Attorney Hawkins' review. K. LUCAS	0.40 hrs.	75.00/hr	\$30.00

Fees for Legal Services \$430.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.J. BURN	0.10	220.00	22.00
A.R. PRICE	3.60	105.00	378.00
K. LUCAS	0.40	75.00	30.00
TOTAL	4.10	104.88	430.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

07/29/2005	Federal Express charge	11.27
08/04/2005	Federal Express charge	11.48

Total Charges for Other Services Provided/Expenses Incurred \$22.75

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Fed Ex	22.75
TOTAL	\$22.75

W. R. Grace & Co.

September 19, 2005
Invoice 701548 Page 2

Net current billing for this invoice **\$452.75**

GRAND TOTAL..... **\$452.75**

W. R. Grace & Co.

September 19, 2005
Invoice 701548 Page 3

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: Accounts Receivable
Nelson Mullins Riley & Scarborough LLP
Post Office Drawer 11009
Columbia, South Carolina 29211
Telephone (803) 799-2000

For Services Through 08/31/05

W. R. Grace & Co.
Fee Applications
Our Matter # 02399/06091

Fees for Professional Services	\$430.00
Charges for Other Services Provided/Expenses Incurred	\$22.75
Net current billing for this invoice	\$452.75
GRAND TOTAL.....	<u>\$452.75</u>

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

CB&T

ABA#: 061100606

Beneficiary Bank: National Bank of South Carolina (NBSC), Sumter, SC

ABA#: 053200666

Beneficiary Customer: Nelson Mullins Riley & Scarborough, L.L.P.

Beneficiary Account Name: Columbia Operating Account

Beneficiary Account Number: 00322407701

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

W. R. Grace & Co.
ATTN: Scott Whittier
7500 Grace Drive
Columbia, MD 21044

September 19, 2005
Invoice 701782 Page 1

Our Matter # 02399/06093 For Services Through 08/31/05
Docket No. 2005-CP-02-879
Name of Matter: Quality Maintenance, Inc. v. W.R. Grace & Co.

08/02/05	Teleconference with Attorney Hawkins (0.1); review complaint (0.4); teleconference with Attorney Hawkins (0.1); teleconference with Attorney Burn regarding bankruptcy issues (0.3); teleconference with Mr. Scott Whittier regarding complaint and engagement (0.5); e-mail memorandum to Attorney Hawkins regarding status of matter (0.2); review documents received from Mr. Whittier (0.3); teleconference with Mr. Fishel (0.2). C.E. MANNING	2.10 hrs.	250.00/hr	\$525.00
08/03/05	Teleconference with Mr. Whittier (0.1); e-mail correspondence with team regarding strategy and action items (0.3). C.E. MANNING	0.40 hrs.	250.00/hr	\$100.00
08/03/05	Review correspondence regarding new file and confer with Administrative Assistant Johnson regarding Friday meeting. L.J. JENNINGS	0.20 hrs.	125.00/hr	\$25.00
08/04/05	Review complaint and begin drafting answer (0.6); review rules of civil procedure regarding same (0.2). C.E. MANNING	0.80 hrs.	250.00/hr	\$200.00
08/05/05	Prepare for meeting with Mr. Fishel (0.5); meet with Mr. Fishel to discuss engagement and dispute with Quality Maintenance (0.8); review documents received from Mr. Fishel (0.4). C.E. MANNING	1.70 hrs.	250.00/hr	\$425.00
08/08/05	Collate correspondence and update file with same; create index for pleadings folder. K. LUCAS	0.50 hrs.	75.00/hr	\$37.50
08/09/05	Continue to draft answer and begin to draft counterclaim. C.E. MANNING	1.20 hrs.	250.00/hr	\$300.00
08/10/05	Review documents received from client (1.2); telephone call to Ms. LilAnn Gray regarding matter (0.2); telephone call with Ms. Francesca Macchiaverna regarding counterclaim (0.7); draft e-mail letter to Ms. Macchiaverna regarding terms and conditions on purchase orders (0.4). C.E. MANNING	2.50 hrs.	250.00/hr	\$625.00
08/11/05	Draft and send e-mail to Mr. Whittier regarding status of the case (0.4); draft and send e-mail to Mr. Fishel regarding purchase orders (0.3); telephone conference with Mr. Fishel regarding purchase orders (0.2); telephone conference with counsel for Quality Maintenance regarding status of case (0.5). C.E. MANNING	1.40 hrs.	250.00/hr	\$350.00

W. R. Grace & Co.

September 19, 2005
Invoice 701782 Page 2

08/12/05	Review damage matrix and send to counsel for plaintiff. C.E. MANNING	0.30 hrs.	250.00/hr	\$75.00
08/13/05	Review materials received from client (0.6); continue to draft counterclaim (2.1). C.E. MANNING	2.70 hrs.	250.00/hr	\$675.00
08/14/05	Continue to draft counterclaim. C.E. MANNING	1.10 hrs.	250.00/hr	\$275.00
08/15/05	Telephone call to plaintiff's counsel regarding counterclaim. C.E. MANNING	0.20 hrs.	250.00/hr	\$50.00
08/16/05	Teleconference with Mr. Fishel (0.3); e-mail communications with Mr. Whittier regarding counterclaim and compromise discussions with QMI counsel (0.5). C.E. MANNING	0.80 hrs.	250.00/hr	\$200.00
08/17/05	Telephone conference with Mr. Fishel regarding counterclaim (0.3); review and revise counterclaim (0.9); telephone conference with Mr. Fishel regarding counterclaim (0.2). C.E. MANNING	1.40 hrs.	250.00/hr	\$350.00
08/18/05	Review rules of civil procedure regarding counter claims and discovery (0.7); teleconference with Mr. Fishel regarding verification and answer (0.3); e-mail update to client regarding discovery procedures, answer, and counterclaim (0.3). C.E. MANNING	1.30 hrs.	250.00/hr	\$325.00
08/19/05	Review answer and counterclaim (0.3); draft cover letter to clerk regarding filing answer and counterclaim (0.2). C.E. MANNING	0.50 hrs.	250.00/hr	\$125.00

Fees for Legal Services \$4,662.50

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
C.E. MANNING	18.40	250.00	4,600.00
L.J. JENNINGS	0.20	125.00	25.00
K. LUCAS	0.50	75.00	37.50
TOTAL	19.10	244.11	4,662.50

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

08/09/2005	Federal Express charge	10.63
08/17/2005	Telephone 1-803-648-9575	0.15
08/30/2005	Telephone 1-404-926-3480	0.10
08/30/2005	Telephone 1-404-926-3480	0.05

Total Charges for Other Services Provided/Expenses Incurred \$10.93

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Fed Ex	10.63

W. R. Grace & Co.

September 19, 2005
Invoice 701782 Page 3

Description

Dollars

Telephone

0.30

TOTAL

\$10.93

Net current billing for this invoice **\$4,673.43**

GRAND TOTAL..... **\$4,673.43**

W. R. Grace & Co.

September 19, 2005
Invoice 701782 Page 4

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: Accounts Receivable
Nelson Mullins Riley & Scarborough LLP
Post Office Drawer 11009
Columbia, South Carolina 29211
Telephone (803) 799-2000

For Services Through 08/31/05

W. R. Grace & Co.
Quality Maintenance, Inc. v. W.R. Grace & Co.
Our Matter # 02399/06093

Fees for Professional Services	\$4,662.50
Charges for Other Services Provided/Expenses Incurred	\$10.93
Net current billing for this invoice	\$4,673.43
GRAND TOTAL	<u>\$4,673.43</u>

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

CB&T

ABA#: 061100606

Beneficiary Bank: National Bank of South Carolina (NBSC), Sumter, SC

ABA#: 053200666

Beneficiary Customer: Nelson Mullins Riley & Scarborough, L.L.P.

Beneficiary Account Name: Columbia Operating Account

Beneficiary Account Number: 00322407701

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.,²) Case No. 01-01139(JKF)
) (Jointly Administered)
Debtors.)

VERIFICATION

Bernard F. Hawkins, Jr., after being duly sworn according to law, deposes and
says as follows:

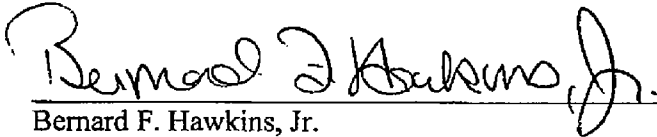
1. I am a partner with the applicant firm, Nelson Mullins Riley &
Scarborough, L.L.P and I am a member in good standing of the bar of the State of South
Carolina.

2. I have personally performed certain of, and overseen the legal services
rendered by Nelson Mullins Riley & Scarborough, LLP as special counsel to the Debtors in
environmental-related litigation issues and real estate transactions and am thoroughly familiar

² The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.


with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


Bernard F. Hawkins, Jr.

SWORN to and subscribed before me

this 11 day of October, 2005

 (L.S.)
Notary Public for South Carolina

My Commission Expires: 9/3/09